

Wise Blake
Form 4
June 28, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wise Blake

(Last) (First) (Middle)

C/O ACHAOGEN, INC., 1 TOWER
PLACE #300

(Street)

SOUTH SAN
FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Achaogen Inc [AKAO]

3. Date of Earliest Transaction
(Month/Day/Year)

06/26/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	06/26/2018		A ⁽¹⁾	3,450 A	\$ 0 97,157 ⁽²⁾	D	
Common Stock	06/26/2018		S ⁽³⁾	1,194 D	\$ 9.59 95,963 ⁽²⁾	D	
Common Stock					178,416	I	See Footnote (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not**

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Date of Acquisition or Disposition (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.64	06/26/2018		A ⁽¹⁾	16,100	⁽⁵⁾ 02/08/2028	Common Stock	16,100

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wise Blake C/O ACHAOGEN, INC. 1 TOWER PLACE #300 SOUTH SAN FRANCISCO, CA 94080	X Chief Executive Officer

Signatures

/s/ Gary Loeb, Attorney-in-fact for Blake
Wise 06/28/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- On February 8, 2018, the issuer granted the reporting person Restricted Stock Units ("RSUs") and a stock option that each vest upon the
- (1) achievement of certain milestones. On June 26, 2018, one of the milestones was achieved, resulting in vesting of a portion of the RSUs and shares subject to the option.
 - (2) Includes (i) 2,208 shares acquired under the Issuer's Employee Stock Purchase Plan on May 31, 2018 and (ii) 67,300 RSUs.
 - (3) The shares were sold solely to satisfy tax or other government withholding obligations in connection with the vesting of RSUs of the Issuer.
 - (4) The shares are held directly by the Blake A. Wise Living Trust.
 - (5) The option is fully vested and exercisable.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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